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FEDERAL RESERVE COMMISSION

SUPPLEMENT DATED AS OF OCTOBER 28, 1975, between

THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (hereinafter called the Trustee), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of March 15, 1975, (hereinafter called the Equipment Trust Agreement), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (hereinafter called the Trust Equipment) which the Trustee has leased to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS Chicago and North Western Transportation Company Equipment Trust No. 2 Certificates of 1975 (hereinafter called Trust Certificates) have been issued and sold in an aggregate principal amount not exceeding \$7,725,000;

WHEREAS the Trustee and the Railroad now desire to supplement the Equipment Trust Agreement as provided therein to identify certain 100-ton Triple Hopper Cars, manufactured by Pullman-Standard, which are part of the Trust Equipment, by their C&NW Road Numbers;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Item 1 of Schedule A of the Equipment Trust Agreement is hereby amended to describe the Trust Equipment comprising the 200 100-Ton Triple Hopper Cars, manufactured by Pullman-Standard, as follows:

Item 1: Description of Equipment

No. of Units	Description	C&NW Road Numbers	Unit Cost	Total Cost
200	100-Ton Triple Hopper Cars (Pullman-Standard)	135000- 135199	\$28,460.21	\$5,692,042.00

2. The Railroad will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ATTEST:

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee,

By

A. R. Menard Vice President

R. E. Hansen Trust Officer

(Corporate Seal)

CHICAGO AND NORTH WESTERN TRANS-
PORTATION COMPANY

ATTEST:

By

Vice President

Assistant Secretary

(Corporate Seal)

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 28th day of October, 1975, before me personally
appeared A. R. Menard to me personally
known, who, being by me duly sworn, says that he is a Vice President
of The First National Bank of Chicago, that one of the seals affixed
to the foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and
deed of said corporation.

My Commission expires JAN 30 1977

K. O. Breuer
Kurt Breuer Notary Public

[NOTARIAL SEAL]

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 28th day of October, 1975, before me personally
appeared J. M. Butler to me personally
known, who, being by me duly sworn, says that he is a Vice President
of Chicago and North Western Transportation Company, that one of the
seals affixed to the foregoing instrument is the corporate seal of
the said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

My Commission expires 12-7-1977

Marjorie Kayes
Notary Public

[NOTARIAL SEAL]